

RECORDATION NO. 25342-A FILED

JAN 19 '05 10-18 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 19, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of December 6, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number 25342.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: National City Leasing Corporation
101 South Fifth Street
Louisville, Kentucky 40202

Mr. Vernon A. Williams
January 19, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

19 covered hopper cars within the series AEX 603 - AEX 962 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

25342-A
RB

JAN 19 '05

10-18 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

~~This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is~~
made entered into as of December 6, 2004, by and between The Andersons, Inc. ("Assignor")
and National City Leasing Corporation ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Chemical Lime Company as Lessee,
have heretofore entered into that certain Full Service Lease Agreement, dated February 5,
2004, and Rider Deal #R00629, dated effective as of November 1, 2004 (collectively, the
"Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has
been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301
simultaneously with this Assignment and assigned recordation number 25342.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid,
and other good and valuable consideration, the receipt and sufficiency of which are hereby
acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to
and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed
counterpart constituting an original but altogether only one and the same assignment.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.



ASSIGNOR:
THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 6th day of December 2004.

Pamela S. Doran
Notary Public
My commission expires
PAMELA S. DORAN
Notary Public, State of Ohio
Commission Expires 1-19-2009

ASSIGNEE:
NATIONAL CITY LEASING CORPORATION

By: 

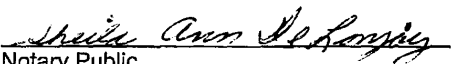
Name: Mary L. Scott

Title: Vice President

STATE OF Kentucky)
COUNTY OF Jefferson) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Mary L. Scott, the Vice President of National City Leasing Corporation, an Kentucky corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Louisville, KY this 10 day of January, 2004. 5


Notary Public

My Commission Expires: 3/6/2006

EXHIBIT "A"	
Chemical Lime Company 19 Covered Hoppers	
Deal #R00629	
1	AEX 000603
2	AEX 000611
3	AEX 000612
4	AEX 000614
5	AEX 000629
6	AEX 000631
7	AEX 000634
8	AEX 000636
9	AEX 000637
10	AEX 000643
11	AEX 000644
12	AEX 000646
13	AEX 000652
14	AEX 000654
15	AEX 000662
16	AEX 000663
17	AEX 000665
18	AEX 000667
19	AEX 000662

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/19/05



Robert W. Alvord